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FLORIDA PROFIT/NON PROFIT CORPORATION
G-MAN SPORTS & YOUTH DEVELOPMENT, INC.

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ARTICLES OF INCORPORATION
OF G-MAN SPORTS & YOUTH DEVELOPMENT, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the Corporation:

Article I

The name of the corporation shall be G-Man Sports & Youth Development, Inc.

Article II

The Corporation shall have perpetual duration.

Article III

The Corporation is a not for profit corporation. The purposes for which the Corporation is organized are:

(a) The specific and primary purposes for which this Corporation is organized are to promote and/or encourage and/or provide for indigent, underprivileged, and/or troubled children ages 5 to 16 years of age (i) all kinds of field and athletic sports activities; (ii) enjoyment, entertainment, and physical improvement and fitness in connection with sport related activities; (iii) sociability, friendship and sportsmanship in connection with sport related activities; (iv) social, athletic, scholastic, and physical development in connection with sport related activities; and (v) entertainments, excursions, and social meetings in connection with sport related activities. Without limiting the foregoing, the granting of economic assistance, gifts and aid, to young children (regardless of race, creed or origin) ages 5 to 16 years of age, who are living in difficult and deprived conditions due to lack of economic resources, poverty, lack emotional support, lack of family unity, or depressed physical conditions, including but not limited to, children who have been abandoned by their parents, who have been sexually or physically abused, or who live in household conditions or are otherwise exposed to drug or alcohol abuse or domestic violence shall be considered within the specific and primary purpose of this Corporation.

(b) The general purposes for which this Corporation is formed are to operate exclusively for religious, charitable, and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. The corporate powers of this Corporation are as provided in Florida Statute §617.0302 unless limited in these Articles of Incorporation.

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(c) Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this Corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code. Further, this Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Corporation. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation will not do any of the following: i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; or iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article IV

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the Corporation is 334 Minorca Avenue, Coral Gables, Florida 33134. The name of its initial registered agent at that address is Gonzalo Dorta, Esq.

Article VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be three provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this Corporation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board individually or

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collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The name and residential address of the persons who are to serve as the initial directors are:

Aurelio Marin
334 Minorca Avenue
Coral Gables, Florida 33134

Fulgencio Mesa
334 Minorca Avenue
Coral Gables, Florida 33134

Gonzalo Dorta
334 Minorca Avenue
Coral Gables, Florida 33134

Article VII

The name and address of the incorporator is Gonzalo Dorta and 334 Minorca Avenue Coral Gables, Florida 33134.

Article VIII

The principal office of the Corporation and mailing address shall be established and maintained at 334 Minorca Avenue Coral Gables, Florida 33134. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

Article X

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation with a tax exempt status under Section 501(c)(3)

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of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws which is organized and operated to help and assist children in connection with sports activities, or in its absence, any organization organized and operated to help and assist indigent, underprivileged and/or troubled children.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

We, the undersigned, being the incorporators of this Corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on March 21, 2012.


Gonzalo Dorta

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that G-MAN SPORTS & YOUTH DEVELOPMENT, INC., a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Gonzalo Dorta located at 334 Minorca Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties pursuant to Chapter 617 of the Florida Statutes.

Dated this March , 2012.


Gonzalo Dorta
334 Minorca Avenue
Coral Gables, Florida 33134

[In accordance with applicable Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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